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TEN PAO GROUP HOLDINGS LIMITED

天寶集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 1979)

POLL RESULTS OF THE ANNUAL GENERAL MEETING HELD ON 2 JUNE 2023

The Board is pleased to announce that all the resolutions proposed at the 2023 AGM held on 2 June 2023 were duly passed.

The board of directors (the “**Board**”) of Ten Pao Group Holdings Limited (the “**Company**”) is pleased to announce that all the resolutions proposed at the annual general meeting of the Company held on 2 June 2023 (the “**2023 AGM**”) were duly passed by way of poll. The poll results are as follows:

Ordinary Resolutions		Number of Votes (Approximate %) <i>(Note (b))</i>	
		For	Against
1.	To consider and adopt the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor of the Company for the year ended 31 December 2022.	831,084,220 (99.92%)	634,164 (0.08%)
2.	To declare a final dividend of HK3.3 cents per share for the year ended 31 December 2022.	831,718,384 (100.00%)	0 (0.00%)
3.	To re-elect Mr. Chu Yat Pang Terry as an independent non-executive director of the Company.	828,495,298 (99.61%)	3,223,086 (0.39%)

Ordinary Resolutions		Number of Votes (Approximate %) <i>(Note (b))</i>	
		For	Against
4.	To re-elect Mr. Lee Kwan Hung Eddie as an independent non-executive director of the Company.	717,486,657 (86.27%)	114,231,727 (13.73%)
5.	To authorise the Board to fix the directors' remuneration.	831,718,384 (100.00%)	0 (0.00%)
6.	To re-appoint PricewaterhouseCoopers as auditor of the Company and to authorise the Board to fix their remuneration.	831,718,384 (100.00%)	0 (0.00%)
7.	To give a general mandate to the directors of the Company to purchase the shares of the Company not exceeding 10% of the total number of shares of the Company in issue as at the date of passing of this resolution (the “ Repurchase Mandate ”).	831,552,450 (99.98%)	165,934 (0.02%)
8.	To give a general mandate to the directors of the Company to issue, allot and deal with authorised and unissued shares of the Company not exceeding 20% of the total number of shares of the Company in issue as at the date of passing of this resolution (the “ Issue Mandate ”).	784,983,121 (94.38%)	46,735,263 (5.62%)
9.	Conditional upon the passing of ordinary resolutions nos. 7 and 8, to extend the Issue Mandate granted to the directors of the Company to issue, allot and deal with authorised and unissued shares in the capital of the Company by the aggregate number of shares repurchased by the Company under the Repurchase Mandate.	718,683,121 (86.41%)	113,035,263 (13.59%)

As more than 50% of the votes were cast in favour of each of the above resolutions nos. 1 to 9, all such resolutions were duly passed as ordinary resolutions at the 2023 AGM.

Special Resolution		Number of Votes (Approximate %) <i>(Note (b))</i>	
		For	Against
10.	To approve the proposed amendments to the existing Articles of Association of the Company (the “ Proposed Amendments ”) and the adoption of amended and restated Articles of Association of the Company, incorporating and consolidating all the Proposed Amendments.	831,654,349 (99.99%)	64,035 (0.01%)

As no less than 75% of the votes were cast in favour of the above resolution no. 10, such resolution was duly passed as a special resolution at the 2023 AGM.

Notes:

- (a) The description of the above resolutions nos. 7, 8, 9 and 10 is by way of summary only. The full text of these resolutions appears in the notice convening the 2023 AGM, which is set out in the Company’s circular dated 25 April 2023 (the “**Circular**”).
- (b) The number and percentage of votes are based on the total number of shares of the Company voted by the shareholders of the Company at the 2023 AGM in person or by proxy.
- (c) The total number of shares of the Company in issue as at the date of the 2023 AGM: 1,030,388,965 shares.
- (d) The total number of shares of the Company entitling the holder to attend and vote on the resolutions at the 2023 AGM: 1,030,388,965 shares.
- (e) The total number of shares of the Company entitling the holder to attend and abstain from voting in favour of the resolutions at the 2023 AGM as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”): Nil.
- (f) The total number of shares of the Company that are required under the Listing Rules to abstain from voting at the 2023 AGM: Nil.
- (g) None of the shareholders of the Company have stated their intention in the Circular to vote against or to abstain from voting on any of the resolutions at the 2023 AGM.
- (h) The Company’s Branch Share Registrar in Hong Kong, Tricor Investor Services Limited, acted as the scrutineer for the vote-taking at the 2023 AGM.

- (i) All the directors of the Company, being the two executive directors, Mr. Hung Kwong Yee and Ms. Yang Bingbing and the three independent non-executive directors, Mr. Lam Cheung Chuen, Mr. Chu Yat Pang Terry and Mr. Lee Kwan Hung Eddie, attended the 2023 AGM.

By order of the Board
Ten Pao Group Holdings Limited
Hung Kwong Yee
Chairman & Chief Executive Officer

Hong Kong, 2 June 2023

As at the date of this announcement, the Board comprises two executive directors, namely Mr. Hung Kwong Yee and Ms. Yang Bingbing; and three independent non-executive directors, namely Mr. Lam Cheung Chuen, Mr. Chu Yat Pang Terry and Mr. Lee Kwan Hung Eddie.